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June 28, 2007

Via Courier

FILED/ACCEPTED

JUN 28 2007

Federal Communications Commission
Office of the Secretary

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

Re: **WC Docket No. 06-228, File Nos. ITC-T/C-20061219-00578 and ITC-T/C-20061219-00579 and File No. 0002987567: Notification Regarding Transfer of Control of First Communications, LLC and Xtension Services, Inc.**

Dear Ms. Dortch:

In the above-referenced proceedings, First Communications, Inc. ("FCI"), First Communications, LLC ("First Communications") and Xtension Services, Inc. ("Xtension") (collectively "Companies"), agreed to notify the Commission if any entity acquired 10 percent or more of the shares of FCI. Accordingly, the Companies hereby notify the Commission that Gores will acquire an interest in FCI above 10 percent.

Specifically, the Companies, through their undersigned counsel, advise the Commission that Gores FC Holdings, Inc. ("Gores") will hold a 9.9 percent interest in FCI upon consummation of the transfer of control of First Communications and Xtension to FCI and will also obtain non-voting shares of common stock that will convert to voting shares upon receipt of certain state approvals, giving Gores a total voting interest in FCI of 13.1 percent.¹

¹ At closing, Gores will also acquire certain warrants that, if fully exercised, would increase its interest up to 35.6 percent and will also obtain rights to appoint a majority of the board of directors, giving it *de facto* control of FCI. The exercise of those warrants and the right to appoint a majority of the FCI Board are conditioned upon receipt of required federal and state regulatory approvals. Since the applications filed by FCI in WC Docket No. 06-228, File No. ITC-T/C-20061219-00578, File No. ITC-T/C-20061219-00579, and File No. 0002987567 did not contemplate or seek approval of transfer of control of FCI to Gores, the transfer will require Commission approval.

(Footnote Continued on Next Page.)

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The Companies provide the following information about the ownership of Gores:

Name: Gores FC Holdings, LLC
Address: 10877 Wilshire Boulevard, Suite 1805
Los Angeles, California 90024
Citizenship: U.S.
Percentage Owned: 9.9%, increasing to 13.1%
Principal Business: Holding Company

- (1) The following entities will own or control ten percent (10%) or more of the equity of **Gores FC Holdings, LLC**:

Name: Gores Alternative Investments I, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 44.1%
Principal Business: Investment Fund

Name: Gores Alternative Investments II, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 20.76%
Principal Business: Investment Fund

Name: Gores Co-Invest Partnership, L.P.
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 22.5%
Principal Business: Investment Fund

(Footnote continued from Previous Page.)

Accordingly, the parties intend to promptly file an application to seek FCC approval prior to the transfer of *de facto* control of FCI to Gores.

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: 10%
Principal Business: Private Equity/Mergers & Acquisitions

- (2) The following entity will own or control **Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:**

Name: Gores Capital Advisors, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: General Partner (all three limited partnerships)
Principal Business: Private Equity/Mergers & Acquisitions

- (3) The following entity will own or control **Gores Capital Advisors, LLC:**

Name: The Gores Group, LLC
Address: 10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Private Equity/Mergers & Acquisitions

- (4) The following entity will own or control **The Gores Group, LLC:**

Name: Alec E. Gores
Address: c/o Gores Technology Group, LLC
10877 Wilshire Boulevard, 18th Floor
Los Angeles, CA 90024
Citizenship: U.S.
Ownership: Managing Member
Principal Business: Individual

No other entity holds a 10% or greater direct or indirect interest in Gores.

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An original and four (4) copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink that reads "Danielle Burt". The signature is written in a cursive, flowing style.

Jean L. Kiddoo
Danielle Burt

cc: Gail Cohen (WCB)
Sumita Mukhoty (IB)
Linda Ray (WTB)